

Company Number: 00102384

PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

OF
PITTARDS PLC
(the "Company")

Passed on 27 July 2023

SATURDAY



At a general meeting of the Company duly convened and held on 27 July 2023, the following Resolutions were duly passed as Ordinary and Special Resolutions (as the case may be) of the Company:

Ordinary Resolution

1. That subject to and conditional upon the passing of Resolution 2 below, and in substitution for any equivalent authorities and powers granted to the Directors pursuant to section 551 of the Companies Act 2006 (the "Act") prior to the date of passing this resolution, the directors of the Company ("Directors") be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities"), provided that such authority shall be limited to the allotment of relevant securities up to an aggregate nominal amount of:
 - (a) £462,500 in connection with the Fundraise (as defined in the circular to shareholders of the Company dated 11 July 2023 (the "Circular"));
 - (b) £97,070 in connection with the Salary Sacrifice (as defined in the Circular);
 - (c) £2,500 in connection with the issue of the Adviser Shares (as defined in the Circular); and
 - (d) £2,000,000 (otherwise than pursuant to sub-paragraphs (a) to (c) (inclusive) above),

and unless previously renewed, revoked, varied or extended, this authority shall expire on the date which is 18 months from the date of the passing of this resolution, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Special Resolution

2. That, subject to and conditional upon the passing of Resolution 1 above, and in substitution for any equivalent authorities and powers given to the Directors pursuant to section 570 of the Act prior to the date of passing this resolution, the Directors be and they are hereby empowered, pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred on them by Resolution 1 and/or pursuant to section 573 of the Act (where the allotment constitutes an allotment by virtue of section 560(3) of the Act), as if section 561 of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
 - (a) the allotment of equity securities in connection with the Fundraise (as defined in the Circular);
 - (b) the allotment of equity securities in connection with the Salary Sacrifice (as defined in the Circular);
 - (c) the allotment of equity securities in connection with the issue of the Adviser Shares (as defined in the Circular); and

- (d) the allotment (otherwise than pursuant to sub-paragraphs (a) to (c) (inclusive) above) of equity securities (including any allotment of equity securities by virtue of Section 560(3) of the Act) up to an aggregate nominal amount of £2,000,000,

and unless previously renewed, revoked, varied or extended this power shall expire on the date which is 18 months from the date of the passing of this resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Special Resolution

3. That, subject to and conditional on the passing of Resolutions 1 and 2 above, and in addition to and without prejudice to the authorities and powers granted to the Directors by such resolutions:
- (a) the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company up to an aggregate nominal amount of £13,600, in connection with the issue of the Warrants (as defined in the Circular) such authority, unless previously renewed, revoked, varied or extended, to expire on the date which is 18 months from the date of the passing of this resolution, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired; and
- (b) the Directors be and they are hereby empowered, pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred on them by paragraph (a) of this resolution as if section 561 of the Act did not apply to such allotment, such power, unless previously renewed, revoked, varied or extended, to expire on the date which is 18 months from the date of the passing of this resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.


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Director